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DEC 19 2011

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Public Record

December 19, 2011

Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street SW
Washington, DC 20024

Re: Genesee & Wyoming Inc. – Continuance in Control Exemption –
Hilton & Albany Railroad, Inc.
STB Docket No. FD 35568
Certificate of Service

Dear Ms. Brown:

The decision of the Board served December 16, 2011, directed Genesee & Wyoming, Inc. to serve a copy of the decision on the shippers on the line to be leased and operated by Hilton & Albany Railroad, Inc. ("HAL"), and on the four connecting lines in the GWI family. By this letter, GWI hereby certifies that it has complied with the Board's order and served all shippers on all of the lines as follows:

(1) On December 16, 2011, copies of the decision were served by U.S. mail, postage prepaid, on 17 shippers on Georgia Southwestern Railroad, and 14 shippers on Bay Line Railroad. Copies were also sent electronically to all shippers to whom a hard copy was mailed.

(2) On December 19, 2011, copies of the decisions were served by U.S. mail, postage prepaid, on two additional shippers on the Bay Line Railroad, six shippers on the line to be leased and operated by HAL, four shippers on Chattahoochee Bay Railroad, and three shippers on Chattahoochee Industrial Railroad. Copies were also sent electronically to all shippers to whom a hard copy was mailed.

Copies of the cover letters sent with the decision are enclosed with this letter as Exhibit A. Due to concerns regarding the confidential nature of the identity and location

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Cynthia T. Brown
Page 2

December 19, 2011

of specific shippers (*see, e.g.*, 49 USC 11904), GWI is not identifying the shippers by name in this certificate of service. GWI can identify such shippers to the Board subject to an appropriate protective order if necessary.

Respectfully,



Eric M. Hocky
Attorney for
Genesee & Wyoming Inc.

EMH/e
Enclosures
cc: Allison Fergus (w/encl., via e-mail)



**VIA US MAIL, POSTAGE PREPAID
AND EMAIL (WHERE KNOWN)**

December 16, 2011

Re: Genesee & Wyoming Inc. – Continuance in Control –
Hilton & Albany Railroad, Inc.
STB Docket No. FD 35568

To: All Shippers on the Lines (as defined below)

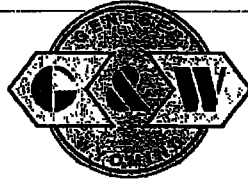
Enclosed is a decision served today by the Surface Transportation Board (“STB”) in which the STB granted Genesee & Wyoming Inc. (“GWI”) an exemption that will allow GWI to continue in control Hilton & Albany Railroad, Inc. (“HAL”) upon HAL’s becoming a rail carrier in a related transaction described more fully below.

HAL will be leasing from Norfolk Southern Railway Company, a 55.5-mile rail line between Hilton and Albany, Georgia, and has received authority from the STB to do so. The line that HAL will operate connects directly with three railroads controlled by GWI: Chattahoochee Bay Railroad (“CHAT”), Chattahoochee Industrial Railroad, and Georgia Southwestern Railroad, and indirectly with a fourth, the Bay Line Railroad (via CHAT) (collectively, the “GWI connecting lines”).

To ensure that all shippers are informed about the approval of the exemption, the STB in its decision directed GWI to serve a copy of the decision on all shippers on the line to be leased and operated by HAL, and on the four GWI connecting lines (the “Lines”). You are receiving this letter as a shipper (or former shipper) on one or more of the lines.

If you have any questions, please contact GWI’s counsel in the STB proceeding:

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